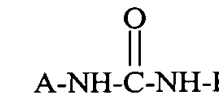
1. A method for the treatment of cancerous cell growth mediated by raf kinase comprising administering a compound of formula I



I

wherein B is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X_n, wherein n is 0-3 and each X is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl up to per halo-substituted C_1-C_{10} alkyl, up to per halo-substituted C_2-C_{10} alkenyl, up to per halo-substituted C_1-C_{10} alkoxy, up to per halo-substituted C_3-C_{10} cycloalkyl, and -Y-Ar;

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_2-C_{10} alkenyl and up to per-halosubstituted C_3-C_{10} cycloalkyl,

wherein Y is - O-, -S-, $-N(R^5)$-, $-(CH_2)_m$-, -C(O)-, -CH(OH)-, $-(CH_2)_mO$-, $-NR^5C(O)NR^5\ NR^{5'}$-, $-NR^5C(O)$-, $-C(O)NR^5$-, $-(CH_2)_mS$-, $-(CH_2)_mN(R^5)$-, $-O(CH_2)_m$-, $-CHX^a$, $-CX^a_2$-, $-S-(CH_2)_m$- and $-N(R^5)(CH_2)_m$-,

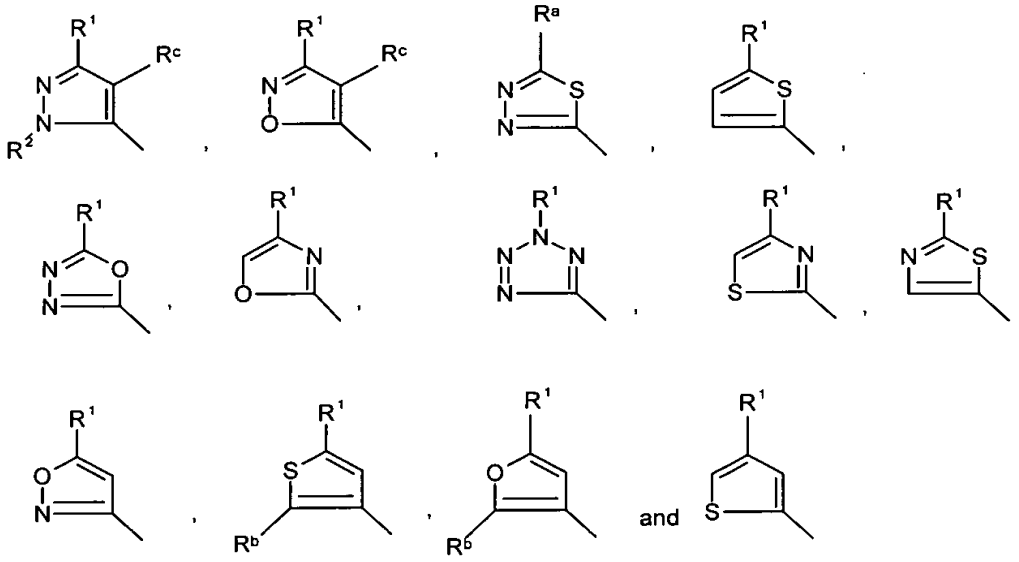
m = 1-3, and X^a is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, optionally substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1}, wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of –CN, =O, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-C(O)-NR^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-C(O)R^5$, $-NR^5C(O)R^{5'}$, $-SO_2R^5$, $SO_2NR^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, C_3-C_{10} cycloalkyl, up to per halo-substituted C_1-C_{10} alkyl, and up

to per halo-substituted C_3-C_{10} cycloalkyl,

and

A is a heteroaryl moiety selected from the group consisting of



wherein

R^1 is selected from the group consisting of halogen, C_3-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_1-C_{13} heteroaryl, C_{6-14} aryl, C_{7-24} alkaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{13} heteroaryl, up to per-halosubstituted C_{6-14} aryl, and up to per-halosubstituted C_{7-24} alkaryl;

R^2 is selected from the group consisting of H, $-C(O)R^4$, $-CO_2R^4$, $-C(O)NR^3R^{3'}$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl,

where R^2 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, $-CO_2R^4$, $-C(O)-NR^3R^{3'}$, $-NO_2$, $-OR^4$, $-SR^4$, and halogen up to per-halosubstitution,

wherein R^3 and $R^{3'}$ are independently selected from the group consisting of H, $-OR^4$, $-SR^4$, $-NR^4R^{4'}$, $-C(O)R^4$, $-CO_2R^4$, $-C(O)NR^4R^{4'}$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, , phenyl, pyridinyl, naphthyl, isoquinolinyl or quinolinyl up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, and up to per-halosubstituted, phenyl, pyridinyl, naphthyl, isoquinolinyl or quinolinyl; and

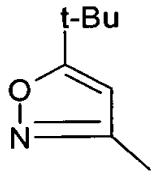
wherein R^4 and $R^{4'}$ are independently selected from the group consisting of H, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, and up to per-halosubstituted, phenyl, pyridinyl, naphthyl, isoquinolinyl or quinolinyl

R^a is C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl and up to per-halosubstituted C_3-C_{10} cycloalkyl; and

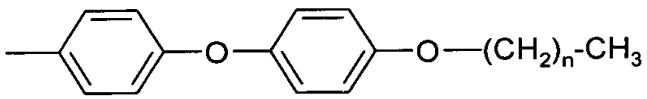
R^b is hydrogen or halogen,

R^c is hydrogen, halogen, C_1-C_{10} alkyl, up to per-halosubstituted C_1-C_{10} alkyl or combines with R^1 and the ring carbon atoms to which R^1 and R^c are bound to form a 5- or 6-membered cycloalkyl, aryl or hetaryl ring with 0-2 members selected from O, N and S;

subject to the proviso that where A is

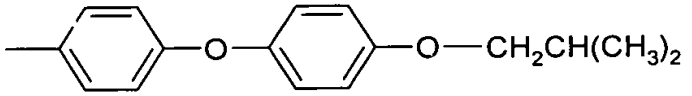


B is not

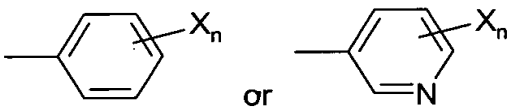


wherein n = 2-4,

or



2. A method as in claim 1, wherein B is



which is substituted or unsubstituted by halogen, up to per-halosubstitution, and wherein

n = 1-3 and

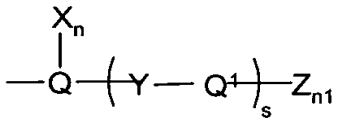
each X is independently selected from the group consisting of C_{1-4} alkyl, up to per-halosubstituted C_{1-4} alkyl and -Y-Ar;

wherein Y is - O-, -S-, -N(R^5)-, -(CH_2)-$_m$, -C(O)-, -CH(OH)-, -(CH_2)$_m$O-, -$NR^5C(O)NR^5$ $NR^{5'}$-, -$NR^5C(O)$-, -$C(O)NR^5$-, -(CH_2)$_m$S-, -(CH_2)$_m$N(R^5)-, -O(CH_2)$_m$-, -CHX^a, -CX^a_2-, -S-(CH_2)$_m$- and -N(R^5)(CH_2)$_m$-,

m = 1-3, and X^a is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, optionally substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1}, wherein nl is 0 to 3 and each Z is independently selected from the group consisting of –CN, =O, -CO_2R^5, -$C(O)NR^5R^{5'}$, -$C(O)R^5$, -NO_2, -OR^5, - SR^5, - $NR^5R^{5'}$, -$NR^5C(O)OR^{5'}$, -$C(O)R^5$, -$NR^5C(O)R^{5'}$, -SO_2R^5, -$SO_2R^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl up to per halo-substituted C_1-C_{10} alkyl, and up to per halo-substituted C_3-C_{10} cycloalkyl, wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_2-C_{10} alkenyl and up to per-halosubstituted C_3-C_{10} cycloalkyl

3. A method of claim 1, wherein B is



wherein

Y is selected from the group consisting of –O-, -S-, $-CH_2-$, $-SCH_2-$, $-CH_2S-$, -CH(OH)-, -C(O)-, $-CX^a_2$, $-CX^aH-$, $-CH_2O-$ and $-OCH_2-$,

X^a is halogen,

Q is phenyl or pyridinyl,

substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, optionally substituted by halogen up to per-halosubstitution,

X, Z, n and n1 are as defined in claim 1, and s = 0 or 1.

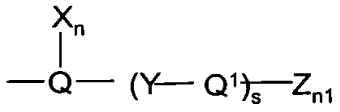
4. A method as in claim 3, wherein

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, substituted or unsubstituted by halogen, up to per-halo substitution, and

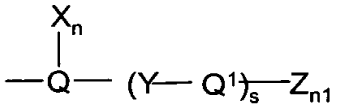
each X is independently selected from the group consisting of $-R^6$, $-OR^6$ and $-NHR^7$, wherein R^6 is hydrogen, C_1-C_{10}-alkyl or C_3-C_{10}-cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10}-alkyl, and C_3-C_6-cycloalkyl wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

6. A method as in claim 5, wherein B is of the formula



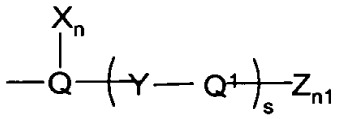
wherein Q is phenyl or pyridinyl, optionally substituted by halogen up to per-halosubstitution, Q^1 is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is –O-, -S-, $-CH_2S-$, $-SCH_2-$, $-CH_2O-$, $-OCH_2-$ or $-CH_2-$, X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl and Z is as defined in claim 1 n = 0 or 1, s = 1 and n1 = 0-1.

10. A method as in claim 9, wherein B is of the formula



Q is phenyl or pyridinyl, optionally substituted by halogen up to per-halosubstitution, Q^1 is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is –O-, -S-, -C(O)- or $-CH_2-$, X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl and Z is as defined in claim 1 CH_3, n = 0 or 1, s = 0 or 1 and n1 = 0 or 1.

14. A method as in claim 13, wherein B is of the formula



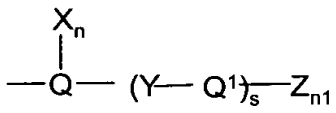
Q is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Q^1 is

a4 cancel

phenyl, benzothiazolyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Y is –O-, -S- or -CH_2-, X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl, Z is as defined in claim 1 n = 0 or 1, s = 1, and n1 = 0 or 1.

18. A method as in claim 17, wherein B is of the formula

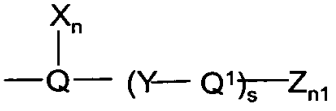
a5



wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Y is –O- or -S-, X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl, Z is as defined in claim 1, n = 0 or 1, s = 0 or 1 and n1 = 0-2.

22. A method as in claim 21, wherein B is of the formula

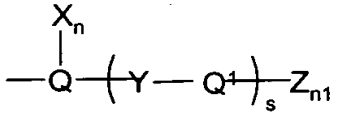
a6



wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Y is –O- or –S-, X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl, s = 1, Z is as defined in claim 1, n = 0 or 1 and n1 = 0 or 1.

26. A method as in claim 25, wherein B is up to per-halosubstituted phenyl, up to perhalosubstituted pyridinyl, or of the formula

a7

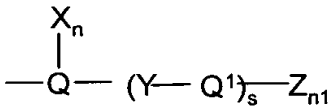


a7 corrected

wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, and Y is –O- or -S-, X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl, Z is as defined in claim 1, n = 0 or 1, s = 0 or 1 and n1 = 0-2.

29. A method as in claim 28, wherein B is of the formula

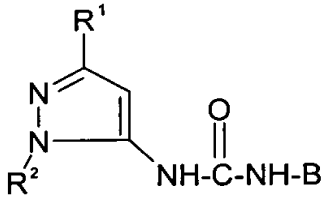
a8



wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, and Y is –O- or -S-, X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl, Z is as defined in claim 1, n = 0 or 1, s = 0 or 1 and n1 = 0-2.

31. A compound of the formula

a9



wherein R^2 is selected from the group consisting of H, $-C(O)R^4$, $-CO_2R^4$, $-C(O)NR^3R^{3'}$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, where if R^2 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, $-CO_2R^4$, $-C(O)-NR^3R^{3'}$, $-NO_2$, $-OR^4$, $-SR^4$, and halogen up to per-halosubstitution,

wherein R^3 and $R^{3'}$ are independently selected from the group consisting of H, C_1-C_{10}

alkyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl; and up to per-halosubstituted C_3-C_{10} cycloalkyl, and

wherein R^4 and $R^{4'}$ are independently selected from the group consisting of H, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl and up to per-halosubstituted C_3-C_{10} cycloalkyl,

wherein R^1 is selected from the group consisting of C_3-C_6 alkyl, C_3-C_6 cycloalkyl, up to per-halosubstituted C_3-C_6 alkyl and up to per-halosubstituted C_3-C_6 cycloalkyl,

B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl, or naphthyl;

substituted by phenyl, pyridinyl or -Y-Ar,

wherein the cyclic structures of B are optionally substituted by halogen, up to per halo, and optionally substituted by $X^1{}_n$

and wherein

n = 0-2; each X^1 is independently selected from the group of –CN, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-NO_2$, $-NR^5R^{5'}$, C_1-C_{10} alkyl, $C_{2\text{-}10}$-alkenyl, $C_{1\text{-}10}$-alkoxy, C_3-C_{10} cycloalkyl, $-SR^5$, $-NR^5C(O)OR^{5'}$, $NR^5C(O)R^{5'}$, substituted C_1-C_{10} alkyl, substituted $C_{2\text{-}10}$-alkenyl, substituted $C_{1\text{-}10}$-alkoxy, substituted C_3-C_{10} cycloalkyl,

wherein if X^1 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, NO_2, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$ and halogen up to per-halosubstitution;

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, $C_{2\text{-}10}$-alkenyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl; up to per-halosubstituted $C_{2\text{-}10}$-alkenyl; and up to per-halosubstituted C_3-C_{10} cycloalkyl,

wherein Y is -O-, -S-, $-N(R^5)$-, $-(CH_2)_m$-, -C(O)-, -CH(OH)-, $-(CH_2)_mO$-, $-NR^5C(O)NR^5R^{5'}$-, $-NR^5C(O)$-, $-C(O)NR^5$-, $-(CH_2)_mS$-, $-(CH_2)_mN(R^5)$-, $-O(CH_2)_m$-, $-CHX^a$, $-CX^a{}_2$-, $-S-(CH_2)_m$- and $-N(R^5)(CH_2)_m$-,

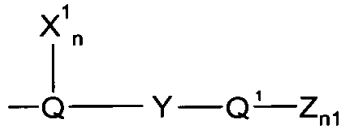
m = 1-3, and X^a is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl,

phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, which is unsubstituted or substituted by halogen up to per-halo and optionally substituted by Z_{n1}, wherein nl is 0 to 3 and each Z is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, =O, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, $-SO_2R^5$, $-SO_2R^5\ R^{5'}$ C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, substituted C_1-C_{10} alkyl, and substituted C_3-C_{10} cycloalkyl, wherein if Z is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, =O, $-OR^5$, $-SR^5$, $-NO_2$, $-NR^5R^{5'}$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, and C_3-C_{10} cycloalkyl.

A9 cont'

32. A compound of claim 31, wherein B is



wherein

Y is selected from the group consisting of –O-, -S-, $-CH_2-$, $-SCH_2-$, $-CH_2S-$, -CH(OH)-, -C(O)-, $-CX^a_2$, $-CX^aH-$, $-CH_2O-$, and $-OCH_2-$,

X^a is halogen,

Q is phenyl or pyridinyl substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl,

benzothiazolyl or benzisothiazolyl, X^1 is C_1-C_4 alkyl or halosubstituted C_1-C_4 alkyl up to per halo,

Z, n and n1 are as defined in claim 31.

33. A compound of claim 32, wherein

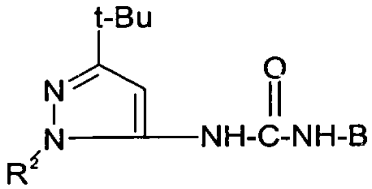
Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, optionally substituted by halogen, up to per-halo, and X^1 is as defined in claim 32, and

Z is selected from the group consisting of $-R^6$, $-OR^6$ and $-NHR^7$, wherein R^6 is hydrogen, C_1-C_{10}-alkyl or C_3-C_{10}-cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10}-alkyl, and C_3-C_6-cycloalkyl wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

34. A compound of claim 32, wherein Q is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Q^1 is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is –O-, -S-, $-CH_2S-$, $-SCH_2-$, $-CH_2O-$, $-OCH_2-$ or $-CH_2-$, X^1 is as defined in claim 32, and Z is $-SCH_3$, or $-NH-C(O)-C_pH_{2p+1}$, wherein p is 1-4, n = 0 or 1 and n1 = 0-1 .

35. A compound of the formula



wherein R^2 is as defined in claim 31 and B is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X_n,

wherein n is 0-3 and each X is independently selected from the group consisting of –CN, -CO_2R^5, -$C(O)NR^5R^{5'}$, -$C(O)R^5$, -NO_2, -OR^5, - SR^5, -$NR^5R^{5'}$, -$NR^5C(O)OR^{5'}$, -$NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl up to per halo-substituted C_1-C_{10} alkyl, up to per halo-substituted C_2-C_{10} alkenyl, up to per halo-substituted C_1-C_{10} alkoxy, up to per halo-substituted C_3-C_{10} cycloalkyl, and -Y-Ar;

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_3-C_{10} cycloalkyl, phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_2-C_{10} alkenyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, and up to per-halosubstituted phenyl, pyridinyl, naphthyl, isoquinolinyl and quinolinyl

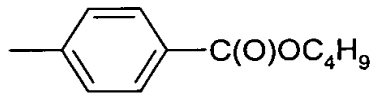
wherein Y is - O-, -S-, -$N(R^5)$-, -(CH_2)-$_m$, -C(O)-, -CH(OH)-, -$(CH_2)_mO$-, -$NR^5C(O)NR^5$ $NR^{5'}$-, -$NR^5C(O)$-, -$C(O)NR^5$-, -$(CH_2)_mS$-, -$(CH_2)_mN(R^5)$-, -$O(CH_2)_m$-, -CHX^a, -CX^a_2-, -S-$(CH_2)_m$- and -$N(R^5)(CH_2)_m$-,

m = 1-3, and X^a is halogen; and

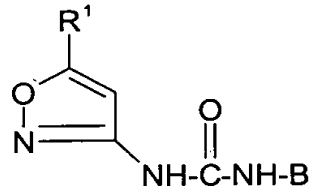
Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, optionally substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1}, wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of –CN, =O, -CO_2R^5, -$C(O)NR^5R^{5'}$, -C(O)-NR^5, -NO_2, -OR^5, - SR^5, -$NR^5R^{5'}$, -$NR^5C(O)OR^{5'}$, -$C(O)R^5$, -$NR^5C(O)R^{5'}$, -SO_2R^5, $SO_2NR^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, C_3-C_{10} cycloalkyl, up to per halo-substituted C_1-C_{10} alkyl, and up to per halo-substituted C_3-C_{10} cycloalkyl,

subject to the proviso that where R^a is methyl

B is not



37. A compound of the formula



wherein R^1 is selected from the group consisting of C_3-C_6 alkyl, C_3-C_6 cycloalkyl, up to per-halosubstituted C_3-C_6 alkyl and up to per-halosubstituted C_3-C_{10} cycloalkyl;

B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl or naphthyl which is substituted by X, optionally substituted by halogen, up to per-halosubstitution, and optionally substituted by X^1_n wherein n = 0-2;

each X^1 is independently selected from the group of X or from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-NO_2$, $-NR^5R^{5'}$, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_{1-10}-alkoxy, C_3-C_{10} cycloalkyl, and C_6-C_{14} and

X is selected from the group consisting of $-SR^5$, $-NR^5C(O)OR^{5'}$, $NR^5C(O)R^{5'}$, C_3-C_{13} heteroaryl, substituted C_1-C_{10} alkyl, substituted C_{2-10}-alkenyl, substituted C_{1-10}-alkoxy, substituted C_3-C_{10} cycloalkyl, substituted C_6-C_{14} aryl, substituted C_3-C_{13} heteroaryl, and –Y-Ar, and

wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, NO_2, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$ and halogen

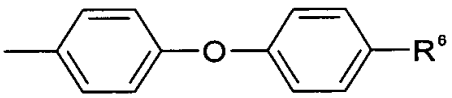
up to per-halosubstitution;

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_{2-10}-alkenyl, and up to per-halosubstituted C_3-C_{10} cycloalkyl, wherein Y is - O-, -S-, -$N(R^5)$-, -$(CH_2)_m$-, -C(O)-, -CH(OH)-, -$(CH_2)_m$O-, -$NR^5C(O)NR^5R^{5'}$-, -$NR^5C(O)$-, -$C(O)NR^5$-, -$(CH_2)_m$S-, -$(CH_2)_mN(R^5)$-, -$O(CH_2)_m$-, -CHX^a, -CX^a_2-, -S-$(CH_2)_m$- and -$N(R^5)(CH_2)_m$-,

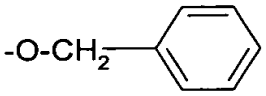
m = 1-3, and X^a is halogen; and

Ar is wherein B is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, which is unsubstituted or substituted by halogen up to per-halo and optionally substituted by Z_{n1}, wherein nl is 0 to 3 and each Z is independently selected from the group consisting of –CN, -CO_2R^5, -$C(O)R^5$, =O, -$C(O)NR^5R^{5'}$, -$C(O)R^5$, -NO_2, -OR^5, - SR^5, - $NR^5R^{5'}$, -$NR^5C(O)OR^{5'}$, -$NR^5C(O)R^{5'}$, -SO_2R^5, -SO_2 R^5 $R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, substituted C_1-C_{10} alkyl, and substituted C_3-C_{10} cycloalkyl, wherein if Z is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, -CO_2R^5, -$C(O)NR^5R^{5'}$, -=O, -OR^5, -SR^5, -NO_2, -$NR^5R^{5'}$, -$NR^5C(O)R^{5'}$, -$NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, and C_3-C_{10} cycloalkyl, subject to the proviso that where R^1 is t-butyl,

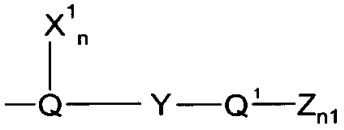
B is not



wherein R^6 is -NHC(O)-O-t-butyl, -O-n-pentyl, -O-n-butyl, -O-n-propyl, -$C(O)NH$-$(CH_3)_2$, -$OCH_2CH(CH_3)_2$, or



38. A compound of claim 37, wherein B is



Y is selected from the group consisting of –O-, -S-, $-CH_2-$, $-SCH_2-$, $-CH_2S-$, -CH(OH)-, -C(O)-, $-CX^a_2$, $-CX^aH-$, $-CH_2O-$ and $-OCH_2-$,

X^a is halogen,

Q is phenyl or pyridinyl substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, unsubstituted or unsubstituted by halogen up to per-halosubstitution, X^1 is C_1-C_4 alkyl or halosubstituted C_1-C_4 alkyl up to per halo, and

Z, n and n1 are as defined in claim 37.

39. A compound of claim 38, wherein

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, optionally substituted by halogen, up to per-halo, X^1 is as defined in claim 38 and

Z is selected from the group consisting of $-R^6$, $-OR^6$ and $-NHR^7$, wherein R^6 is hydrogen, C_1-C_{10}-alkyl or C_3-C_{10}-cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10}-alkyl, and C_3-C_6-cycloalkyl wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

40. A compound of claim 38, wherein Q is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Q^1 is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is –O-, -S-, -C(O)- or $-CH_2-$, X^1 is as defined in claim 38, Z is–NH-C(O)-C_pH_{2p+1}, wherein , p is 1-4, $-CH_3$, -OH, $-OCH_3$, $-OC_2H_5$, -CN or $-C(O)CH_3$, n = 0 or 1, and n1 = 0 or 1.

41. A compound as in claim 37 selected from the group consisting of:

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-hydroxyphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(3-hydroxyphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-acetylphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-benzoylphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-phenyloxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(3-methylaminocarbonylphenyl)-thiophenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-(1,2-methylenedioxy)phenyl)-oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(3-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-pyridyl)thiophenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-pyridinyl)methylphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(4-pyridinyl)thiophenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(3-methyl-4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(3-methyl-4-pyridinyl)thiophenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(3-methyl-4-pyridinyl)thiophenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(4-methyl-3-pyridinyl)oxyphenyl)urea;

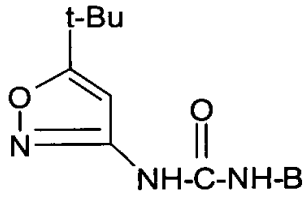
N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(3-methyl-4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(2-benzothiazolyl)oxyphenyl)urea;

N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-chloro-4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-(4-(2-methylcarbamoyl)pyridyl)-thiophenyl) urea;
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(2-methyl-4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(4-(4-(2-carbamoyl)pyridyl)oxyphenyl) urea;
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-(4-(2-carbamoyl)pyridyl)oxyphenyl) urea;
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(4-(4-(2-methylcarbamoyl)pyridyl)-thiophenyl) urea;
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-chloro-4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(4-(3-methylcarbamoyl)phenyl)oxyphenyl) urea;
and pharmaceutically acceptable salts thereof.

10 cont.

42. A compound of the formula



wherein B is 5-methyl-2-thienyl or selected from the group consisting of phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X_n,

wherein n is 0-3 and each X is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl, up to per halo-substituted C_1-C_{10} alkyl, up to per halo-substituted C_2-

C_{10} alkenyl, up to per halo-substituted C_1-C_{10} alkoxy and, up to per halo-substituted C_3-C_{10} cycloalkyl,

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_3-C_{10} cycloalkyl, phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_2-C_{10} alkenyl, and up to per-halosubstituted C_3-C_{10} cycloalkyl,

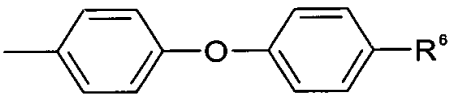
wherein Y is - O-, -S-, -N(R^5)-, -$(CH_2)_m$-, -C(O)-, -CH(OH)-, -$(CH_2)_m$O-, -$NR^5C(O)NR^5$ $NR^{5'}$-, -$NR^5C(O)$-, -$C(O)NR^5$-, -$(CH_2)_m$S-, -$(CH_2)_m$N(R^5)-, -O$(CH_2)_m$-, -CHX^a, -CX^a_2-, -S-$(CH_2)_m$- and -N(R^5)$(CH_2)_m$-,

m = 1-3, and X^a is halogen; and

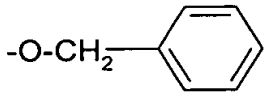
Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, optionally substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1},

wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of –CN, =O, -CO_2R^5, -C(O)$NR^5R^{5'}$, -C(O)- NR^5, -NO_2, -OR^5, - SR^5, -$NR^5R^{5'}$, -$NR^5C(O)OR^{5'}$, -$C(O)R^5$, -$NR^5C(O)R^{5'}$, -SO_2R^5, $SO_2NR^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, C_3-C_{10} cycloalkyl, up to per halo-substituted C_1-C_{10} alkyl and up to per halo-substituted C_3-C_{10} cycloalkyl; subject to the proviso that

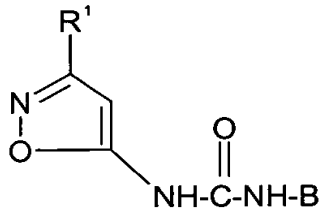
B is not



wherein R^6 is -NHC(O)-O-t-butyl, -O-n-pentyl, -O-n-butyl, -O-n-propyl, -C(O)NH-$(CH_3)_2$, -$OCH_2CH(CH_3)_2$, or



43. A compound of the formula



wherein R^1 is selected from the group consisting of C_3-C_6 alkyl, C_3-C_6 cycloalkyl, up to per-halosubstituted C_3-C_6 alkyl, and up to per-halosubstituted C_3-C_6 cycloalkyl, and

B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl or naphthyl, which is substituted by X, optionally substituted by halogen, up to per-halosubstitution, and optionally substituted by X^1_n, wherein n = 0-2;

each X^1 is independently selected from the group of X or from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-NO_2$, $-NR^5R^{5'}$, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_{1-10}-alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl and C_7-C_{24} alkaryl, and

X is selected from the group consisting of $-SR^5$, $-NR^5C(O)OR^{5'}$, $NR^5C(O)R^{5'}$, C_3-C_{13} heteroaryl, substituted C_1-C_{10} alkyl, substituted C_{2-10}-alkenyl, substituted C_{1-10}-alkoxy, substituted C_3-C_{10} cycloalkyl, substituted C_6-C_{14} aryl, substituted C_3-C_{13} heteroaryl, and –Y-Ar, and wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, NO_2, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$ and halogen up to per-halosubstitution;

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-

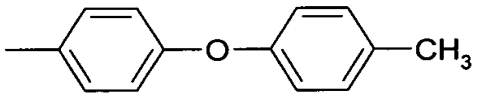
halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_{2-10}-alkenyl, and up to per-halosubstituted C_3-C_{10} cycloalkyl, wherein Y is - O-, -S-, -$N(R^5)$-, -$(CH_2)_m$-, -C(O)-, -CH(OH)-, -$(CH_2)_mO$-, -$NR^5C(O)NR^5R^{5'}$-, -$NR^5C(O)$-, -$C(O)NR^5$-, -$(CH_2)_mS$-, -$(CH_2)_mN(R^5)$-, -$O(CH_2)_m$-, -CHX^a, -CX^a_2-, -S-$(CH_2)_m$- and -$N(R^5)(CH_2)_m$-,

m = 1-3, and X^a is halogen; and

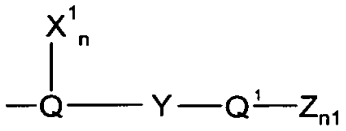
Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, which is unsubstituted or substituted by halogen up to per-halo and optionally substituted by Z_{n1}, wherein nl is 0 to 3 and each Z is independently selected from the group consisting of –CN, -CO_2R^5, -$C(O)R^5$, =O, -$C(O)NR^5R^{5'}$, -$C(O)R^5$, -NO_2, -OR^5, - SR^5, - $NR^5R^{5'}$, -$NR^5C(O)OR^{5'}$, -$NR^5C(O)R^{5'}$, -SO_2R^5, -SO_2 $R^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, substituted C_1-C_{10} alkyl, and substituted C_3-C_{10} cycloalkyl, wherein if Z is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, -CO_2R^5, -$C(O)NR^5R^{5'}$, =O, -OR^5, - SR^5, -NO_2, -$NR^5R^{5'}$, -$NR^5C(O)R^{5'}$ and -$NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, and C_3-C_{10} cycloalkyl,

and where R^1 is –CH_2-t-butyl,

B is not



44. A compound of claim 43, wherein B is



wherein

Y is selected from the group consisting of –O-, -S-, -CH_2-, -SCH_2-, -CH_2S-, -CH(OH)-, -C(O)-, -CX^a_2, -CX^aH-, -CH_2O- and -OCH_2-,

X^a is halogen,

Q is phenyl or pyridinyl substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, unsubstituted or unsubstituted by halogen up to per-halosubstitution,

Cont 10

Z, n and n1 are as defined in claim 43 and X^1 is C_1-C_4 alkyl or halosubstituted C_1-C_4 alkyl up to per halo.

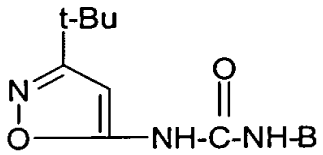
45. A compound of claim 44, wherein

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, optionally substituted by halogen, up to per-halo, X^1 is as defined in claim 44 and

Z is selected from the group consisting of –R^6, -OR^6 and –NHR^7, wherein R^6 is hydrogen, C_1-C_{10}-alkyl or C_3-C_{10}-cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10}-alkyl, and C_3-C_6-cycloalkyl, wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

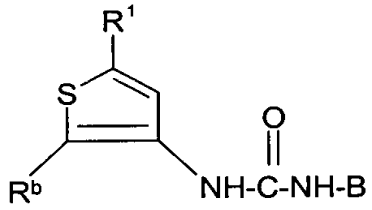
46. A compound of the formula



wherein B is as defined in claim 1.

47. A compound of claim 44, wherein Q is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl, benzothiazolyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Y is –O-, -S- or -CH_2-, X^1 is as defined in claim 44, n = 0 or 1, Z is -CH_3, -Cl-, OC_2H_5 or –OCH_3, and n1 = 0 or 1.

49. A compound of the formula



wherein R^1 is selected from the group consisting of C_3-C_6 alkyl, C_3-C_6 cycloalkyl, up to per-halosubstituted C_3-C_6 alkyl and up to per-halosubstituted C_3-C_6 cycloalkyl,

R^b is hydrogen or halogen and

B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl, or naphthyl

substituted by phenyl, pyridinyl or -Y-Ar,

wherein the cyclic structures of B are optionally substituted by halogen, up to per halo, and optionally substituted by $X^1{}_n$ and

wherein n = 0-2; each X^1 is independently selected from the group consisting of CN, -OR^5, -$NR^5R^{5'}$, C_1-C_{10} alkyl; -CO_2R^5, -$C(O)NR^5R^{5'}$, -$C(O)R^5$, -NO_2, -SR^5, -$NR^5C(O)OR^{5'}$, -$NR^5C(O)R^{5'}$, C_3-C_{10} cycloalkyl, substituted C_1-C_{10} alkyl, substituted $C_{2\text{-}10}$-alkenyl, substituted $C_{1\text{-}10}$-alkoxy, and substituted C_3-C_{10} cycloalkyl,

wherein if X^1 is a substituted group, it is substituted by one or more substituents

independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NO_2$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$ and halogen up to per-halo substitution;

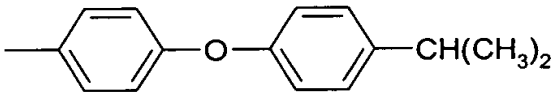
wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, $C_{2\text{-}10}$-alkenyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted $C_{2\text{-}10}$-alkenyl; and up to per-halosubstituted C_3-C_{10} cycloalkyl, wherein Y is - O-, -S-, $-N(R^5)$-, $-(CH_2)_m$-, -C(O)-, -CH(OH)-, $-(CH_2)_mO$-, $-NR^5C(O)NR^5R^{5'}$-, $-NR^5C(O)$-, $-C(O)NR^5$-, $-(CH_2)_mS$-, $-(CH_2)_mN(R^5)$-, $-O(CH_2)_m$-, $-CHX^a$, $-CX^a{}_2$-, -S-$(CH_2)_m$- and $-N(R^5)(CH_2)_m$-, m = 1-3, and X^a is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1},

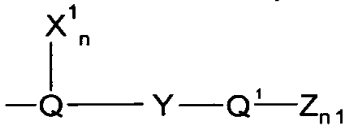
wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of–CN, $-CO_2R^5$, $-C(O)R^5$, =O, $-C(O)NR^5R^{5'}$, -C(O)- NR^5, $-NO_2$, $-OR^5$, - SR^5, $-NR^5R^{5'}$, - $NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, $-SO_2R^5$, $-SO_2R^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, substituted C_1-C_{10} alkyl, and substituted C_3-C_{10} cycloalkyl,

wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, =O, $-OR^5$, - SR^5, $-NO_2$, $-NR^5R^{5'}$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, and C_3-C_{10} cycloalkyl,

subject to the proviso that where R^1 is t-butyl and R^b is H, B is not of the formula



50. A compound of claim 49, wherein B is



wherein

Y is selected from the group consisting of –O-, -S-, $-CH_2-$, $-SCH_2-$, $-CH_2S-$, -CH(OH)-, -C(O)-, $-CX^a_2$, $-CX^aH-$, $-CH_2O-$ and $-OCH_2-$,

X^a is halogen,

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, optionally substituted by halogen up to per-halosubstitution,

X^1 is C_1-C_4 alkyl or halosubstituted C_1-C_4 alkyl up to per halo, and

Z, n and n1 are as defined in claim 49.

51. A compound of claim 50, wherein

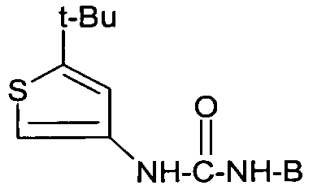
Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, substituted or unsubstituted by halogen, up to per-halo,

X^1 is as defined in claim 50 and

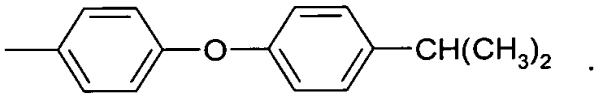
Z is selected from the group consisting of $-R^6$, $-OR^6$ and $-NHR^7$, wherein R^6 is hydrogen, C_1-C_{10}-alkyl or C_3-C_{10}-cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10}-alkyl, and C_3-C_6-cycloalkyl wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

52. A compound of the formula



a11 cancel.

wherein B is as defined in claim 1, subject to the proviso that B is not of the formula



53. A compound of claim 50, wherein

Q is phenyl optionally substituted by halogen up to per-halosubstitution,

Q^1 is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, and

Y is –O- or -S-, Z is –Cl, $-CH_3$, -OH or $-OCH_3$,

X^1 is as defined in claim 50,

n = 0 or 1 and n1 = 0-2.

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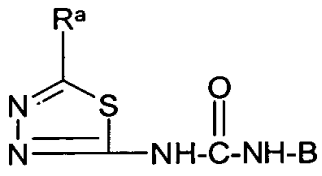
55. A compound of the formula

a12



wherein R^a is C_3-C_6 alkyl, C_3-C_6 cycloalkyl, up to per-halosubstituted C_3-C_6 alkyl and up to per-halosubstituted C_3-C_6 cycloalkyl; and

B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl, or naphthyl; substituted by phenyl, pyridinyl or -Y-Ar, wherein the cyclic structures of B are optionally substituted by halogen, up to per halo, and optionally substituted by $X^1{}_n$

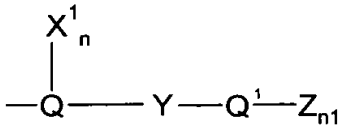
wherein n = 0-2, each X^1 is independently selected from the group consisting of -CN, -NO_2 ,-OR^5 and C_1-C_{10} alkyl,–SR^5, -CO_2R^5, -$C(O)R^5$, -$C(O)NR^5R^{5'}$, -$NR^5R^{5'}$, -$NR^5C(O)OR^{5'}$, -$NR^5C(O)R^{5'}$, -C_3-C_{10} cycloalkyl, substituted C_1-C_{10} alkyl, substituted $C_{2\text{-}10}$-alkenyl, substituted $C_{1\text{-}10}$-alkoxy, and substituted C_3-C_{10} cycloalkyl,

wherein if X^1 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, -CO_2R^5, -$C(O)R^5$, -$C(O)NR^5R^{5'}$, -OR^5, -SR^5, -$NR^5R^{5'}$, -NO_2, -$NR^5C(O)R^{5'}$, -$NR^5C(O)OR^{5'}$ and halogen up to per-halosubstitution; wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, $C_{2\text{-}10}$-alkenyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted $C_{2\text{-}10}$-alkenyl, and up to per-halosubstituted C_3-C_{10} cycloalkyl,

wherein Y is - O-, -S-, -$N(R^5)$-, -(CH_2)-$_m$, -C(O)-, -CH(OH)-, -$(CH_2)_mO$-, -$NR^5C(O)NR^5R^{5'}$-, -$NR^5C(O)$-, -$C(O)NR^5$-, -$(CH_2)_mS$-, -$(CH_2)_mN(R^5)$-, -$O(CH_2)_m$-, -CHX^a, -$CX^a{}_2$-, -S-$(CH_2)_m$- and -$N(R^5)(CH_2)_m$-, m = 1-3, and X^a is halogen; and

Ar is a phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, which is unsubstituted or substituted by halogen up to per-halo and optionally substituted by Z_{n1}, wherein nl is 0 to 3 and each Z is independently selected from the group consisting of –CN, -CO_2R^5, -$C(O)R^5$, =O, -$C(O)NR^5R^{5'}$, -$C(O)R^5$, -NO_2, -OR^5, - SR^5, - $NR^5R^{5'}$, -$NR^5C(O)OR^{5'}$, -$NR^5C(O)R^{5'}$, -SO_2R^5, -$SO_2R^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, wherein if Z is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, -CO_2R^5, -$C(O)NR^5R^{5'}$, =O, -OR^5, -SR^5, -NO_2, -$NR^5R^{5'}$, -$NR^5C(O)R^{5'}$ and -$NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, and C_3-C_{10} cycloalkyl,

56. A compound as in claim 55, wherein B is



wherein

Y is selected from the group consisting of –O-, -S-, -CH_2-, -SCH_2-, -CH_2S-, -CH(OH)-, -C(O)-, -CX^a_2, -CX^aH-, -CH_2O-, -OCH_2-,

X^a is halogen,

Q is a phenyl or pyridinyl substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl,

X^1 is C_1-C_4 alkyl or halosubstituted C_1-C_4 alkyl up to per-halo,

Z, n and n1 are as defined in claim 55, and s is 0 or 1.

57. A compound as in claim 56, wherein

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, optionally substituted by halogen, up to per-halo, X^1 is as defined in claim 56 and

Z is selected from the group consisting of –R^6, -OR^6 and –NHR^7, wherein R^6 is hydrogen, C_1-C_{10}-alkyl or C_3-C_{10}-cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10}-alkyl, C_3-C_6-cycloalkyl and wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

58. A compound as in claim 56,

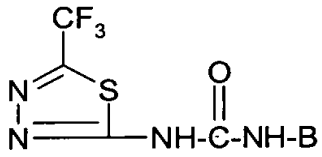
wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution,

Q^1 is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution,

Y is –O- or –S-,

X^1 is as defined in claim 56, n = 0 or 1 and n1 = 0.

59. A compound as in claim 55, of the formula



Q12 cont

wherein B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl, or naphthyl substituted by phenyl, pyridinyl or -Y-Ar, optionally substituted by halogen, up to per halo, and wherein each cyclic structure of B is optionally substituted by X^1_n,

wherein n = 0-2; each X^1 is independently selected from the group consisting of –CN, -OR^5, -$NR^5R^{5'}$, C_1-C_{10} alkyl, -CO_2R^5, -$C(O)NR^5R^{5'}$, -$C(O)R^5$, -NO_2, -SR^5, -$NR^5C(O)OR^{5'}$, -$NR^5C(O)R^{5'}$, C_3-C_{10} cycloalkyl, and substituted C_1-C_{10} alkyl, substituted C_{2-10}-alkenyl, substituted C_{1-10}-alkoxy, and substituted C_3-C_{10} cycloalkyl,

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_{2-10}-alkenyl; up to per-halosubstituted C_3-C_{10} cycloalkyl,

wherein Y is - O-, -S-, -$N(R^5)$-, -(CH_2)-$_m$, -C(O)-, -CH(OH)-, -$(CH_2)_mO$-, -$NR^5C(O)NR^5R^{5'}$-, -$NR^5C(O)$-, -$C(O)NR^5$-, -$(CH_2)_mS$-, -$(CH_2)_mN(R^5)$-, -$O(CH_2)_m$-, -CHX^a, -CX^a_2-, -S-$(CH_2)_m$- and -$N(R^5)(CH_2)_m$-, m = 1-3, and X^a is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1},

wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of– CN, $-CO_2R^5$, $-C(O)R^5$, =O, $-C(O)NR^5R^{5'}$, $-C(O)-NR^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, $-SO_2R^5$, $-SO_2R^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of – CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, =O, $-OR^5$, $-SR^5$, $-NO_2$, $-NR^5R^{5'}$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, and C_3-C_{10} cycloalkyl,

60. A compound as in claim 59 selected from the group consisting of:

N-(5-*tert*-Butyl-2-(1-thia-3,4-diazolyl))-*N'*-(3-(4-pyridinyl)thiophenyl)urea;

N-(5-*tert*-Butyl-2-(1-thia-3,4-diazolyl))-*N'*-(4-(4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(3-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;

N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;

N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(3-chloro-4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;

N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(2-chloro-4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;

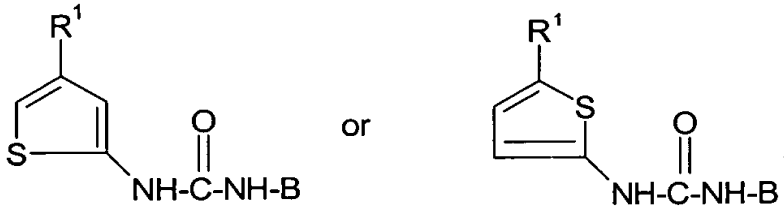
N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(3-(4-pyridyl)thiophenyl) urea;

N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(2-methyl-4-(4-(2-methylcarbamoyl)pyridyl)oxyphenyl) urea;

N-(5-(1,1-dimethylprop-1-yl)-2-(1-thia-3,4-diazolyl))-*N'*-(4-(3-carbamoylphenyl)oxyphenyl) urea;

and pharmaceutically acceptable salts thereof.

61. A compound of one of the formulae



wherein R^1 is selected from the group consisting of halogen, C_3-C_{10} alkyl, C_{1-13}-heteroaryl, C_{6-14}-aryl, C_{7-24}-alkaryl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_{1-13}-heteroaryl, up to per-halosubstituted C_{6-14}-aryl , and up to per-halosubstituted C_{7-24}-alkaryl;

B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl, or naphthyl substituted by phenyl, pyridinyl or -Y-Ar, wherein the cyclic structures of B are optionally substituted by halogen, up to per halo, and optionally substituted by X^1_n

wherein n = 0-2; each X^1 is independently selected from the group consisting of –CN, -OR^5, -$NR^5R^{5'}$, C_1-C_{10} alkyl, -CO_2R^5, -$C(O)NR^5R^{5'}$, -$C(O)R^5$, =O, -NO_2, -SR^5, -$NR^5C(O)OR^{5'}$, -$NR^5C(O)R^{5'}$, C_3-C_{10} cycloalkyl, substituted C_1-C_{10} alkyl, substituted C_{2-10}-alkenyl, substituted C_{1-10}-alkoxy, and substituted C_3-C_{10} cycloalkyl,

wherein if ~~X~~ X^1 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, -CO_2R^5, -$C(O)R^5$, -$C(O)NR^5R^{5'}$, -OR^5, -SR^5, -$NR^5R^{5'}$, -NO_2, -$NR^5C(O)R^{5'}$, -$NR^5C(O)OR^{5'}$ and halogen up to per-halo substitution;

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_{2-10}-alkenyl, and up to per-halosubstituted C_3-C_{10} cycloalkyl, wherein Y is - O-, -S-, -$N(R^5)$-, -$(CH_2)_m$-, -C(O)-, -CH(OH)-, -$(CH_2)_mO$-, -$NR^5C(O)NR^5R^{5'}$-, -$NR^5C(O)$-, -$C(O)NR^5$-, -$(CH_2)_mS$-, -$(CH_2)_mN(R^5)$-, -$O(CH_2)_m$-, -CHX^a, -CX^a_2-, -S-$(CH_2)_m$- and -$N(R^5)(CH_2)_m$-,

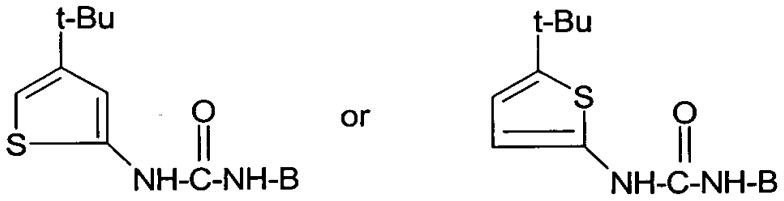
m = 1-3, and X^a is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl,

thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1},

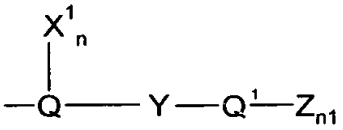
wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of –CN, $-CO_2R^5$, =O, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-C(O)-NR^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, $-SO_2R^5$, $-SO_2R^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, =O, $-OR^5$, $-SR^5$, $-NO_2$, $-NR^5R^{5'}$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl[,] and C_3-C_{10} cycloalkyl,

62. A compound of one of the formulae



wherein B is as defined in claim 1 .

63. A compound of claim 61, wherein B is



wherein

Y is selected from the group consisting of –O-, -S-, $-CH_2-$, $-SCH_2-$, $-CH_2S-$,

-CH(OH)-, -C(O)-, -CX^a_2, -CX^aH-, -CH_2O- and -OCH_2-,

X^a is halogen,

Q is phenyl or pyridinyl substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, unsubstituted or substituted by halogen up to per-halosubstitution,

X^1 is C_1-C_4 alkyl or halosubstituted C_1-C_4 alkyl up to per halo,

Z, n and n1 are as defined in claim 61 or 1.

Q12 cont

64. A compound of claim 63, wherein

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

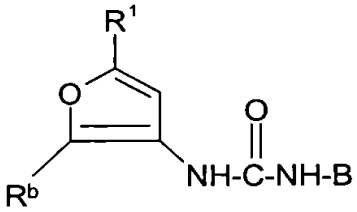
Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, optionally substituted by halogen, up to per-halo, X^1 is as defined in claim 63 and

Z is selected from the group consisting of $-R^6$, $-OR^6$ and $-NHR^7$, wherein R^6 is hydrogen, C_1-C_{10}-alkyl or C_3-C_{10}-cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10}-alkyl, and C_3-C_6-cycloalkyl ~~and C_6-C_{10}-aryl,~~ wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

65. A compound of claim 63,

wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, and Y is –O- or -S-, X^1 is as defined in claim 63, n = 0 or 1, Z is –Cl, -CH_3, -OH or OCH_3, and n1 = 0-2.

66. A compound of the formula



wherein R^1 is selected from the group consisting of C_3-C_6 alkyl, C_3-C_6 cycloalkyl, up to per-halosubstituted C_3-C_6 alkyl and up to per-halosubstituted C_3-C_6 cycloalkyl and

wherein B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl, or naphthyl substituted by phenyl, pyridinyl or -Y-Ar, wherein the cyclic structures of B are optionally substituted by halogen, up to per halo, and optionally substituted by $X^1{}_n$

wherein n = 0-3 and each X^1 is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_{1-10}-alkoxy, C_3-C_{10} cycloalkyl, substituted C_1-C_{10} alkyl, substituted C_{2-10}-alkenyl, substituted C_{1-10}-alkoxy, and substituted C_3-C_{10} cycloalkyl,

wherein if X^1 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NO_2$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$ and halogen up to per-halosubstitution;

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_{2-10}-alkenyl and up to per-halosubstituted C_3-C_{10} cycloalkyl,

wherein Y is - O-, -S-, $-N(R^5)$-, $-(CH_2)_{-m}$, -C(O)-, -CH(OH)-, $-(CH_2)_mO$-, $-NR^5C(O)NR^5R^{5'}$-, $-NR^5C(O)$-, $-C(O)NR^5$-, $-(CH_2)_mS$-, $-(CH_2)_mN(R^5)$-, $-O(CH_2)_m$-, $-CHX^a$, $-CX^a{}_2$-, $-S-(CH_2)_m$- and $-N(R^5)(CH_2)_m$-,

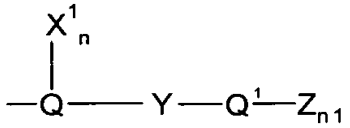
m = 1-3, and X^a is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl,

benzisoxazolyl, benzothiazolyl or benzisothiazolyl, which is unsubstituted or substituted by halogen up to per-halo and optionally substituted by Z_{n1},

wherein nl is 0 to 3 and each Z is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, =O, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, $-SO_2R^5$, $-SO_2R^5R^{5'}$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, wherein if Z is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, =O, $-OR^5$, $-SR^5$, $-NO_2$, $-NR^5R^{5'}$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, and C_3-C_{10} cycloalkyl

67. A compound of claim 66, wherein B is



wherein

Y is selected from the group consisting of –O-, -S-, $-CH_2$-, $-SCH_2$-, $-CH_2S$-, -CH(OH)-, -C(O)-, $-CX^a_2$, $-CX^aH$-, $-CH_2O$- and $-OCH_2$-,

X^a is halogen,

Q is phenyl or pyridinyl substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, unsubstituted or unsubstituted by halogen up to per-halosubstitution,

X^1 is C_1-C_4 alkyl or halosubstituted C_1-C_4 alkyl up to per halo, and

Z, n and n1 are as defined in claim 66.

68. A compound of claim 67, wherein

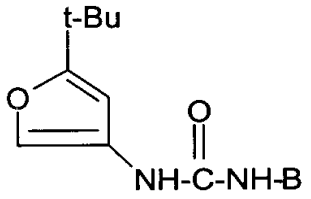
Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, optionally substituted by halogen, up to per-halo, X^1 is as defined in claim 67 and

Z is selected from the group consisting of $-R^6$, $-OR^6$ and $-NHR^7$, wherein R^6 is hydrogen, C_1-C_{10}-alkyl or C_3-C_{10}-cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10}-alkyl, and C_3-C_6-cycloalkyl wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

a12 cont.

69. A compound of the formula



wherein B is as defined in claim 1 .

70. A compound as in claim 67,

wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, and Y is –O- or -S-, X^1 is as defined in claim 67, Z is –Cl or $-OCH_3$, n = 0, s = 0 and n1 = 0-2.

Please add new claims 78 and 79 as follows:

-- **78.** A method as in claim 1, wherein B is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl,

a13

indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl substituted by -Y-Ar and optionally substituted by halogen up to per-halosubstitution, C_1-C_4 alkyl and up to per-halosubstituted C_1-C_4 alkyl, wherein Y and Ar are as defined in claim 1.

A13 cancel

79. A method as in claim 1, wherein B is

a) phenyl, pyridinyl, naphthyl, quinolinyl or isoquinolinyl, substituted by -Y-Ar and optionally substituted by halogen up to per-halosubstitution, C_1-C_4 alkyl and up to per-halosubstituted C_1-C_4 alkyl, wherein Y and Ar are as defined in claim 1;

b) thienyl substituted by methyl; or

c) indolyl substituted by phenyl or pyridyl. --